

Exhibit W

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16 DEPOSITION OF ALFRED H. SIEGEL, taken
17 at 15233 Ventura Boulevard, 9th Floor,
18 Sherman Oaks, California, commencing at
19 9:45 A.M., Tuesday, November 30, 2010,
20 before Kathleen E. Barney, CSR #5698.

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1 APPEARANCES OF COUNSEL:

2

3 FOR LBREP LAKESIDE SC MASTER I, LLC:

4 KIRKLAND & ELLIS LLP

5 BY: CHRISTOPHER KEEGAN

6 JOSHUA HURWIT

7 555 California Street

8 San Francisco, California 94104

9 (415) 439-4309

10 christopher.keegan@kirkland.com

11

12 FOR THE TRUSTEE:

13 WEILAND, GOLDEN, SMILEY, WANG, EKVALL & STROK,

14 LLP

15 BY: EVAN D. SMILEY

16 ROBERT S. MARTICELLO

17 650 Town Center Drive

18 Suite 950

19 Costa Mesa, California 92626

20 (714) 966-1000

21 esmiley@wgllp.com

22

23

24

25

1 APPEARANCES OF COUNSEL (CONTINUED) :

2

3 FOR LCPI :

4 CADWALADER, WICKERSHAM & TAFT

5 BY: JESSICA L. FINK

6 One World Financial Center

7 New York, New York 10281

8 (212) 504-6552

9 jessica.fink@cwt.com

10

11

12 FOR GRAMERCY :

13 SKADDEN, ARPS, SLATE, MEAGHER & FLOM

14 BY: RONDA MCKAIG

15 KIMBERLY JAIMEZ

16 300 South Grand Avenue

17 Los Angeles, California 90071

18 (213) 687-5322

19 ronda.mckaig@skadden.com

20

21

22

23

24

25

1 APPEARANCES OF COUNSEL (CONTINUED) :

2

3 FOR SUNCAL MANAGEMENT:

4 RUS, MILIBAND & SMITH

5 BY: CATHRINE M. CASTALDI

6 Von Karman Towers

7 2211 Michelson Drive

8 Seventh Floor

9 Irvine, California 92612

10 (949) 752-7100

11 ccastaldi@rusmiliband.com

12

13 FOR THE CREDITORS COMMITTEE:

14 LEVENE, NEALE, BENDER, YOO & BRILL, LLP

15 BY: DANIEL H. REISS

16 10250 Constellation Boulevard

17 Suite 1700

18 Los Angeles, California 90067

19 (310) 229-1234

20 dhr@lnbyb.com

21

22

23 ALSO PRESENT:

24 DAVID WEST, Videographer

25

1 BY MR. KEEGAN:

2 Q. Are you going to answer the question?

3 A. I've been instructed not to.

4 MR. KEEGAN: Evan, part of our defense, our
5 opposition to your settlement motion is that this 11:50
6 settlement prejudices LBREP Lakeside because it does
7 not allocate proportionate liability.

8 This is a cause of action, breach of
9 fiduciary duty, for the 144-million-dollar dividend
10 that you asserted against both LBREP Lakeside and 11:50
11 LCPI. You've resolved that claim against LCPI.
12 It's still outstanding against LBREP Lakeside.
13 We're entitled to ask questions about it and we're
14 entitled to know about the extent of the
15 investigation of the fiduciary duty claim against 11:51
16 LCPI that you are planning to settle.

17 MR. SMILEY: I've read -- first, I'm not
18 sure if it was in the pleading or maybe it was in
19 the objection to the disclosure statement, but we're
20 not seeking under the California Civil Code or Civil 11:51
21 Procedure Code a finding of a good faith settlement.
22 So we really have no intention of in any way
23 affecting the rights of Lakeside under this
24 compromise motion under Bankruptcy Rule 9019.

25 So I don't -- I don't really understand how 11:51

1 BY MR. KEEGAN:

2 Q. We can go through the math. I think I'm
3 right.

4 A. I believe that's correct. If they're going
5 to obtain 50 percent of the proceeds after costs, so 14:56
6 if the proceeds are larger, then by definition they
7 would receive more money.

8 Q. They get half the pie and if the pie is
9 bigger, they get more pie?

10 A. Okay. That's an interesting analogy, but 14:56
11 okay.

12 Q. Too much pumpkin.

13 We've already talked about this a little
14 bit, but it's my last page of questions, so bear
15 with me. 14:57

16 The amended settlement agreement doesn't
17 impact third-party claims against LCPI, correct?

18 A. Correct.

19 Q. And nothing in the plan of reorganization
20 or the settlement agreement waives LBREP Lakeside's 14:57
21 claims for contribution or indemnification, right?

22 A. As far as I know, yes, that's correct.

23 Q. It was never your intention to release or
24 waive LBREP Lakeside's contribution claims against
25 LCPI? 14:57

1 A. No.

2 Q. In analyzing the settlement agreement, did
3 you determine the total amount of damages arising
4 from the fraudulent transfer litigation?

5 MR. SMILEY: Objection. Vague as -- vague. 14:57

6 If you understand the question, you can
7 answer it.

8 BY MR. KEEGAN:

9 Q. I'll focus in on one precise cause of
10 action. In the original complaint there's a cause 14:58
11 of action asserted against LCPI and LBREP Lakeside
12 for breach of fiduciary duty.

13 Do you recall that cause of action?

14 MR. SMILEY: I just want to clarify.

15 You're talking about the draft complaint for 2008? 14:58

16 BY MR. KEEGAN:

17 Q. Do you understand which complaint I'm
18 referring to?

19 A. Yes, sir.

20 Q. That cause of action was against LBREP 14:58
21 Lakeside and LCPI for breach of fiduciary duty. Do
22 you recall that?

23 A. I think we looked over it.

24 Q. And you settled that cause of action
25 against LCPI, correct? 14:58

1 this litigation?

2 MR. SMILEY: Objection. Vague. Are you
3 referring to Exhibit 5?

4 THE WITNESS: Exhibit 3.

5 MR. SMILEY: I'm sorry, Exhibit 3? 15:12

6 THE WITNESS: I think that's the essence of
7 the complaint.

8 BY MR. KEEGAN:

9 Q. As between the potential value of the
10 litigation, did you analyze the proportional 15:12
11 liability amongst the joint tortfeasors?

12 MR. SMILEY: Objection. Asked and
13 answered. And to the extent it calls for privileged
14 information, I'd instruct you not to answer.

15 THE WITNESS: Are you talking -- again, 15:12
16 you're talking about joint tortfeasors. Are you
17 talking about specifically in number -- I think the
18 sixth claim for relief, or are you talking about the
19 first claim? Because there's different parties
20 involved. 15:13

21 Maybe I can just cut to the chase. In
22 terms of did we specify and bifurcate with the
23 recovery of each one, to my knowledge, no.

24 BY MR. KEEGAN:

25 Q. And the last step, did you quantify the 15:13

1 STATE OF CALIFORNIA)

) ss

2 COUNTY OF LOS ANGELES)

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4 I, Kathleen E. Barney, a Certified
5 Shorthand Reporter, do hereby certify:

6 That prior to being examined, the witness
7 in the foregoing proceedings was by me duly sworn to
8 testify to the truth, the whole truth, and nothing
9 but the truth;

10 That said proceedings were taken before me
11 at the time and place therein set forth and were
12 taken down by me in shorthand and thereafter
13 transcribed into typewriting under my direction and
14 supervision;

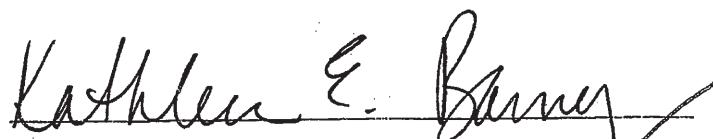
15 I further certify that I am neither counsel
16 for, nor related to, any party to said proceedings,
17 nor in anywise interested in the outcome thereof.

18 In witness whereof, I have hereunto
19 subscribed my name.

20 Dated: December 1, 2010

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Kathleen E. Barney

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Kathleen E. Barney, CSR #5698

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